

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.,

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

Objection Deadline: August 27, 2010 at 4:00 p.m.

Hearing: September 13, 2010 at 10:00 a.m.

**COVER SHEET TO SEVENTEENTH QUARTERLY APPLICATION OF
ORRICK, HERRINGTON & SUTCLIFFE LLP, BANKRUPTCY COUNSEL
TO DAVID T. AUSTERN, ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
JANUARY 1, 2010 THROUGH MARCH 31, 2010**

Name of Applicant:

Orrick, Herrington & Sutcliffe LLP

Authorized to Provide Professional
Services to:

David T. Austern, Asbestos PI
Future Claimants' Representative
(the "FCR")

Date of Retention:

As of February 6, 2006 (pursuant to this Court's
Order entered May 8, 2006)

Period for which compensation is
sought:

January 1, 2010 through March 31, 2010

Amount of Compensation (100%) sought
as actual, reasonable, and necessary:

\$ 949,778.00

Amount of Expense Reimbursement sought
as actual, reasonable and necessary:

\$ 30,135.35

This is an: X interim monthly final application.

PRIOR QUARTERLY APPLICATIONS FILED

Orrick was retained effective February 6, 2006, pursuant to this Court's Order entered May 8, 2006. Orrick has previously filed the following quarterly fee applications:

<u>Quarterly Period</u>	<u>Fees</u>	<u>Expenses</u>	<u>Total Fees and Expenses</u>
First Quarterly Period February 6-March 31, 2006	\$206,292.25	\$7,501.32	\$213,793.57
Second Quarterly Period April 1-June 30, 2006	\$456,045.25	\$14,568.92	\$470,614.17
Third Quarterly Period July 1-September 30, 2006	\$558,019.75	\$25,651.67	\$583,671.42
Fourth Quarterly Period Oct 1-December 31, 2006	\$841,070.00	\$98,378.95	\$939,448.95
Fifth Quarterly Period January 1-March 31, 2007	\$1,098,668.00	\$57,670.14	\$1,156,338.14
Sixth Quarterly Period April 1-June 30, 2007	\$1,021,931.50	\$168,071.15	\$1,190,002.65
Seventh Quarterly Period July 1-September 30, 2007	\$1,318,928.25	\$506,330.27	\$1,825,258.52
Eighth Quarterly Period Oct 1-December 31, 2007	\$2,577,801.25	\$276,906.50	\$2,854,707.75
Ninth Quarterly Period January 1-March 31, 2008	\$2,834,348.75	\$436,062.97	\$3,270,411.72
Tenth Quarterly Period April 1-June 30, 2008	\$1,060,594.00	\$96,239.02	\$1,156,833.02
Eleventh Quarterly Period July 1-September 30, 2008	\$1,205,058.75	\$69,698.64	\$1,274,757.39
Twelfth Quarterly Period October 1-December 31, 2008	\$1,133,553.25	\$95,017.93	\$1,228,571.18
Thirteenth Quarterly Period January 1-March 31, 2009	\$1,497,820.75	\$56,151.13	\$1,553,971.88
Fourteenth Quarterly Period April 1-June 30, 2009	\$1,300,578.75	\$44,857.50	\$1,345,436.25
Fifteenth Quarterly Period July 1-September 30, 2009	\$1,674,330.00	\$57,526.76	\$1,731,856.76
Sixteenth Quarterly Period October 1-December 31, 2009	\$1,091,059.75	\$45,541.09	\$1,136,600.84

COMPENSATION SUMMARY
JANUARY 1, 2010 THROUGH MARCH 31, 2010

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Fees</u>
Roger Frankel	Partner, 26 years in position; 39 years relevant experience; 1971, Restructuring	\$985	330.60	\$322,784.50 ¹
Jonathan P. Guy	Partner, 9 years in position; 16 years relevant experience; 1994, Restructuring	\$810	14.50	\$10,327.50 ²
Richard V. Smith	Partner, 18 years in position; 27 years relevant experience; 1983, Corporate	\$850	2.40	\$2,040.00
Richard H. Wyron	Partner, 20 years in position; 31 years relevant experience; 1979, Restructuring	\$850	277.20	\$232,560.00 ³

¹ The total amount reflects a reduction of \$2,856.50 (Jan 2010) representing non-working travel billed at 50%.

² The total amount reflects a reduction of \$1,417.50 (Jan 2010) representing non-working travel billed at 50%.

³ The total amount reflects a reduction of \$3,060.00 (Jan 2010) representing non-working travel billed at 50%.

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Fees</u>
Peri N. Mahaley	Of Counsel, 17 years in position; 31 years relevant experience; 1979, Litigation	\$650	256.10	\$163,865.00 ⁴
James W. Burke	Associate, 2 years in position; 2 years relevant experience; 2008, Restructuring	\$445	44.20	\$19,669.00
Debra L. Felder	Associate, 8 years in position; 8 years relevant experience; 2002, Restructuring	\$645	277.00	\$175,440.00 ⁵
Zachary S. Finley	Associate, 7 years in position; 7 years relevant experience; 2003, Restructuring	\$645	1.20	\$774.00
Kathleen Orr	Associate, 9 years in position; 9 years relevant experience; 2001, Restructuring	\$645	3.20	\$2,064.00
Stephen C. Cruzado	Senior Litigation Paralegal	\$240	9.00	\$2,160.00
Debra O. Fullem	Bankruptcy Research Specialist	\$265	63.10	\$16,721.50
Kirt Dale Suomela	Scientific Advisor	\$305	4.50	\$1,372.50
TOTAL			1,283.00	\$949,778.00
Blended Rate: \$740.27				

4 The total amount reflects a reduction of \$2,600.00 (Jan 2010) representing non-working travel billed at 50%.

5 The total amount reflects a reduction of \$3,225.00 (Jan 2010) representing non-working travel billed at 50%.

COMPENSATION BY PROJECT CATEGORY
JANUARY 1, 2010 THROUGH MARCH 31, 2010

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Compensation of Professionals-Orrick	46.80	\$18,072.00
Compensation of Professionals-Others	10.20	\$2,741.00
Insurance	268.20	\$172,971.50
Litigation	898.00	\$724,786.00
Retention of Professionals-Orrick	2.30	\$1,136.00
Retention of Professionals-Other	10.70	\$5,007.50
Plan & Disclosure Statement	12.30	\$11,905.00
Travel Time (Non-Working)	34.50	\$13,159.00
TOTAL	1,283.00	\$949,778.00

EXPENSE SUMMARY
JANUARY 1, 2010 THROUGH MARCH 31, 2010

<u>Expense Category</u>	<u>Total Expense</u>
Color Copies	\$175.00
Court Call	\$1,168.00
Duplicating/Printing	\$2,225.19
Meals	\$1,222.97 ⁶
Pacer	\$1,911.52
Parking	\$69.00
Postage/Express Delivery	\$1,929.17
Purchases-Disks for Trial Documents	\$52.98
Telephone	\$117.09
Travel – Airfare	\$4,969.50
Travel-Taxi	\$374.84
Travel – Train	\$2,757.75
Westlaw/Lexis Research	\$13,162.34
TOTAL	\$30,135.35

⁶ The total meal charges has been reduced by \$332.06 to comply with the Fee Auditor's updated guidelines on meal charges effective January 1, 2010.

Orrick's Client Charges and Disbursements Policy effective January 1, 2010, are as follows:

a. ***Duplicating*** -- It is Orrick's practice to charge all clients of the Firm for duplicating at the in-house rate of 20¢ per page; however, Orrick has reduced the duplicating cost to 10¢ per page in order to comply with the Local Rules of this Court. This charge includes the cost of maintaining the duplicating facilities and the actual cost involved with respect to the duplication.

b. ***Long Distance Telephone and Facsimile Charges*** -- Orrick charges clients for long distance telephone calls but not for local telephone calls. Necessary mobile phone usage is reimbursed to professionals submitting an appropriate bill. Out-going facsimile transmissions are charged at \$1.00 per page, plus any long-distance calling cost, and there is no charge for incoming facsimiles.

c. ***Messenger and Courier Service*** -- It is Orrick's practice to use Federal Express or similar express mail delivery and third-party messenger services only in exigent circumstances (i.e., when needed to meet a deadline or when a next-day response from the recipient was necessary or beneficial to the case) and only when less costly than other available alternatives.

d. ***Overtime*** -- It is Orrick's practice to allow staff and certain paraprofessionals in its Washington D.C. office working more than 3 hours of overtime to charge a meal to the appropriate client at a meal charge of up to \$7.50. It is Orrick's practice to allow professionals and support staff to charge a car service or cab to the appropriate client when working at least 2 hours of overtime. Orrick endeavored not to incur overtime charges unless necessary to benefit the case and in certain exigent circumstances. Orrick generally utilizes secretarial assistance in connection with monitoring and updating case dockets and downloading, circulating and printing of pleadings filed in the case. Thus, certain charges may be incurred by secretaries for overtime. (Note: These charges are at rates less than that charged by Orrick paralegals or other professional staff who may have otherwise performed this type of work.)

e. ***Computerized Research*** -- It is Orrick's practice to use computer-assisted legal research when it is efficient to do so. The charge to clients for Lexis and Westlaw are based on retail rates that do not include non-client specific volume discounts offered to Orrick. Use of fee based internet research services other than Lexis and Westlaw is charged at Orrick's cost. There is no separate charge for other internet research.

ORRICK, HERRINGTON & SUTCLIFFE LLP

By: /S/ RICHARD H. WYRON

Roger Frankel, admitted *pro hac vice*

Richard H. Wyron, admitted *pro hac vice*

Debra L. Felder, admitted *pro hac vice*

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Counsel to David T. Austern,

Asbestos PI Future Claimants' Representative

Dated: June 25, 2010